VISE

Item 1 Cover Page

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FORM ADV PART 2A: THE BROCHURE

This brochure provides information about the qualifications and business practices of Vise AI Advisors, LLC ("Vise"), an investment adviser registered with the United States Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Such registration does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at the telephone number provided above or by email at legal@vise.com. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Vise is available on the SEC's website at www.adviserinfo.sec.gov.

This brochure is for informational purposes only. It does not convey an offer of any type and is not intended to be, and should not be construed as, an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment, or investment vehicle.

Item 2 Material Changes

This Form ADV Part 2A (the "Brochure") contains material changes since its update on May 11, 2020.

Item 1 Cover Page

- References to Vise's address and phone number have been updated.

Item 4 Advisory Business

- The parent company of Vise has changed its name from Vise, Inc. to Vise Technologies, Inc.
- A description of subadvisory relationship between Vise and Intermediaries, supported brokerage accounts and dependencies on Intermediaries for client information was included.
- Extraneous information on custodial customer services received by Vise and clients was removed.

Item 5 Fees and Compensation

- A discussion of fees for advisory and technologies-related services, billing methodologies, promotions and fee waivers and third-party fees was included.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

- Item 8 was revised to expand upon the risk factors for the Service, including risks related to master limited partnership, tax and legal matters, and information security.
- An explanation of the account monitoring and rebalancing processes was added to Item 8.

Item 14 Client Referrals and Other Compensation

- Extraneous information related to brokerage services was removed.

On the March 20, 2020 update to the Brochure, Vise made material changes to Brochure to amend the following items:

Item 4 Advisory Business

- The parent company of Vise changed its name from Artificial Intelligence Labs, Inc. to Vise, Inc.

Item 5 Fees and Compensation

- Item 5 was revised to describe the manner in which Vise charges advisory fees for web-based investment advisory services. Instead of using a tiered fee schedule, Vise's Management Fee will not exceed .50% of assets under management.

Any revisions made and not otherwise noted here were non-substantive and formatting changes.

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Item 4 Advisory Business

Vise is Delaware limited liability company and an investment adviser registered with and regulated by the SEC under Advisers Act. Vise operates an Internet-based investment advisory business that uses artificial intelligence, algorithms and other technological means for the provision of investment advisory services to other investment advisors and their individual investor clients. Vise is a wholly-owned subsidiary of Vise Technologies, Inc., a Delaware corporation. Vise has been in the investment advisory business since July 2019.

Vise offers investment advisory services to individual clients and also acts as a subadviser to a number of third-party registered investment advisors (“Intermediaries”). As used herein, the term “clients” refers to individual clients of Vise or of Intermediaries.) The client base of Vise and Intermediaries is comprised of individual investors who wish to make goal-based investments.

Vise’s mission is to offer clients personalized investment options and to help Intermediaries grow their client's wealth by providing access to diverse investment options. Vise employs automated asset allocation, portfolio analysis, portfolio rebalancing, and portfolio selection strategies to Intermediaries (the “Service”). The Service is applied to brokerage accounts, individual retirement accounts (“IRAs”) and Roth IRAs. As part of the Service, Intermediaries are granted access to Vise’s secure website as a tool to monitor and manage client assets.

Vise bases its advice on client investment objectives and restrictions, as provided by clients or Intermediaries, and according to the applicable investment management, subadviser and platform services agreement (collectively, the “Governing Documents”). Intermediaries are required to provide client risk tolerance, age, and years to investment goal and other key information.

Vise managed approximately $10,738,362 in investment capital on a discretionary basis as of October 5, 2020.

Item 5 Fees and Compensation

MANAGEMENT FEE

Vise’s compensation for providing the Service includes an asset-based fee (“Management Fee”), the terms of which are set forth in Governing Documents. The Management Fee is generally 0.50% of assets under management. Vise may, in its sole discretion, charge a Management Fee that differs from its standard Management Fee.

The Management Fee is generally paid quarterly in advance or arrears, based on net assets under management and according to Vise’s billing methodology. If billed in advance, the Management Fee shall be based on the aggregate value of accounts using closing prices on the last trading day of the prior billing period. If billed in arrears, the Management Fee shall be based on the average daily balance of all managed accounts during the prior billing period. For any initial billing that falls within a billing period, Management Fee shall be billed in arrears. Vise may, in its sole discretion, revise the frequency of Management Fee payment intervals from those that apply at the time a client or Intermediary subscribes to the Service.

From time to time, Vise will offer promotions in the form of Management Fee waivers where new or existing Intermediaries or clients can receive some de minimis reward or reduced Management Fee for a period of time. Such promotions may run indefinitely or for a limited period of time. Vise may also offer Intermediaries breakpoints to Intermediaries paying the Management Fee or provide uniform reductions to the clients of Intermediaries where an Intermediary’s client assets under management exceed certain thresholds.

PLATFORM FEE

Vise’s compensation for providing access to its website and associated systems also includes a fixed fee (“Platform Fee”). The Platform Fee is generally not greater than $1,000 per month. Vise may, in its sole discretion, charge a Platform Fee that differs from its standard Platform Fee. The Platform Fee is generally paid monthly in advance. The Platform Fee shall be prorated for the provision of any Service that commences or terminates in the middle of a billing period.

From time to time, Vise will offer promotions in the form of Platform Fee waivers where new or existing Intermediaries can receive some de minimis reward or reduced Platform Fee for a period of time. Such promotions may run indefinitely or for a limited period of time. Vise may also offer Intermediaries breakpoints to Intermediaries paying the Platform Fee where an Intermediary's client assets under management exceed certain thresholds.

OTHER FEES AND EXPENSES

Each client will incur brokerage costs and incur other costs pursuant to the terms of their custodial and brokerage agreements in connection with the Service. In addition, clients may be charged "transfer out" fees by brokers when transferring their accounts from such brokers to their Service account broker, or when transferring their accounts from the Service broker after terminating the Service. Vise is not involved in any way with the establishment of a Service account broker's fee structures and receives no remuneration from any Service account broker or from brokers who may charge the clients exit or "transfer out" fees. Please see Item 12 ("Brokerage Practices") of this brochure for a further discussion of Vise's brokerage practices. Where Vise provides the Service to clients through an Intermediary pursuant to an investment advisory and technology services agreement, Vise generally receives implementation fees and fixed platform fees from the Intermediary (in addition to the Variable Fee referenced above). Such fees are negotiated between Vise and the Intermediary.

ACCOUNT TERMINATION

Vise may terminate a client's or Intermediary's access to the Service if it believes the client or Intermediary is in breach of the Governing Document or other agreements with the client or Intermediary. Vise may also terminate a client's or Intermediary's access to the Service in Vise's sole discretion and without cause. If Vise or a client terminates access to the Service, Vise will remit a pro-rated refund for the unused portion of the Management Fee to each client or Intermediary whose access to the Service is terminated. For terminations that occur within a quarterly billing period, the amount of the pro-rated refund will be rounded to the end of the month in which termination occurs such that a client or Intermediary will receive a refund of a full month in these situations.

Item 6 Performance-Based Compensation and Side-By-Side Management

Vise does not charge performance-based advisory fees or receive incentive allocations. Vise's Management Fee is based on a fixed percentage of assets under management (with or without breakpoints, discounts or promotions).

Side-by-side management of separately managed account programs raises potential conflicts of interest where the Management Fee arrangements, which are based on a fixed percentage of assets under management, vary by and for Intermediary's programs. To help mitigate such potential conflicts of interest, Vise's policies and procedures stress that investment decisions are to be made in accordance with the fiduciary duties owed to each such account and without consideration of Vise's (or its personnel's) pecuniary, investment, or other financial interests.

Item 7 Types of Clients

Vise offers the Service to Intermediaries, individuals and their related accounts, including individual retirement accounts, who are U.S. residents and maintain one or more accounts at a broker-dealer custodian.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

METHODS OF ANALYSIS AND INVESTMENT METHODS

Vise utilizes proprietary, automated, computer algorithms to implement the investment models, asset allocation, asset classes, list of eligible securities, and model parameters provided by the Intermediary. The algorithms are designed to minimize costs and expenses associated with investing and achieving certain diversification requirements and requirements of the Intermediary and the Intermediaries' clients. The algorithms are used to periodically (i.e., at least monthly) assess and rebalance client portfolios.

Vise uses a factor-based investment method, and classifications based on fundamental factors. Given a risk input and time horizon, Vise creates a portfolio that invests in securities based on these classifications. This portfolio exists on the efficient frontier based on the given expected mean and variance.

Vise primarily offers investment advice on the following types of securities or securities-linked investments: equities, emerging markets, fixed income, and real estate, the exposure of which is obtained through investments and trading in single securities, exchange-traded funds ("ETFs"), exchange-traded notes ("ETNs"), and securities issued by real estate investment trusts ("REITs").

Vise's selection criteria of asset classes is based on the following: historical performance throughout different economic scenarios, correlation with other asset classes in Vise's investible universe, macroeconomic indicators and long-term trends, cost and tax efficiency, and susceptibility to inflation. Asset classes are categorized into four broad categories, each of which can be either domestic or international: equities, fixed income, cash equivalent assets, and real estate.

Using a portfolio risk questionnaire in conjunction with the investor profile that is provided by the Intermediary, Vise builds a customized portfolio using primarily individual exchange-listed securities, with ETFs used to provide access to peripheral asset classes (non-US-traded securities, fixed income, etc.) or to round out sector allocations as required based on the portfolio account balance. Vise uses its proprietary security selection process to enhance its prediction of expected return and variance for securities that fit the provided client risk profile, and monitor it on a regular basis for any drift from the target allocation or risk profile. As market changes or major changes within individual companies are identified, the portfolio management system updates the portfolios accordingly.

Any changes to a client portfolio may be required to satisfy a number of criteria before orders are submitted, including (but not limited to) the impact of trade commissions, capital gains exposure, expected standard deviation in the portfolio, or probabilities of reaching a specified target portfolio value. A criterion may also be given a priority based on settings placed by the Intermediary during the process of creating the client or portfolio profile. If changes to a portfolio are recommended based on the above factors, a notification will be sent to the Intermediary, along with justifications for the trade recommendations. At the same time, Vise will use the discretionary authority provided to submit orders directly to the Intermediaries, preferred custodians.

POTENTIAL RISK FACTORS - OVERVIEW

The operating results, financial condition, activities, and prospects of an investment by Vise on behalf of clients could be materially adversely affected by changes or instability in market, economic, political, technological, regulatory, and social conditions, and by numerous other factors outside the control of Vise.

In addition, Vise's investment strategies and/or investments are likely to be exposed to risks relating to weaknesses in various global economies and risks relating to the economic cycle. Numerous factors affecting the performance of Vise's investment strategies, such as market volatility, interest rates, commodity prices, equity prices, currency prices, credit spreads, and deflationary and inflationary pressures, are affected by the economic cycle and long-term economic trends. Predictions about financial market conditions and economic factors are highly uncertain, and the presence, duration, and impact of any market or economic conditions could have a materially adverse effect on Vise's investment strategies.

Vise may choose not to attempt to, or be unable to, hedge the risk exposures outlined in this Brochure, and there can be no assurance that any hedging attempted by Vise would reduce applicable risks.

In recent years, disruptions in the global financial markets, the scope and severity of which are without precedent in recent financial history, have had materially adverse, and in certain cases catastrophic, consequences for the values, liquidity, and stability of certain types of investments, including the types of investments Vise's clients may pursue. Similar or dissimilar disruptions may occur in the future, and the duration, severity, and ultimate effect of such disruptions are difficult to forecast. These disruptions may lead to additional regulations or laws, which could have a material adverse effect on Vise and its clients. In the event of a serious market disruption, Vise may, pursuant to policies and procedures it has established, delay or suspend order submissions in respect of client accounts. Such trading delays or suspensions may result in increased tracking error, lower returns and/or an inability of Vise to effect portfolio strategies such as tax loss harvesting and rebalances.

The method of analysis and techniques employed by Vise are based on the information and data available to it as well as on its assumptions, assessments, and estimates, all of which are subject to error. As a result, such methods of analysis and techniques may not account for all relevant factors or may not account for any such factors correctly. More generally, there can be no assurance that such models and techniques would be effective. Further, client portfolios and market risk may frequent rebalancing based on market conditions, client needs and other factors not accounted for by Vise.

Vise does not make any assurance that its recommendations will result in profitable investing or avoidance of loss. Investing in securities involves risk of loss that clients should understand and be prepared to bear. Vise makes no guarantee or representation that its investment recommendations will be successful. Investment performance can never be predicted or guaranteed and the value of each client's account will fluctuate due to market conditions and other factors. Past performance is no guarantee of future results.

RELIANCE ON CLIENT INFORMATION

The recommendations provided by Vise are not intended to comprise the client's complete investment program in cases where Vise does not manage the client's assets held in employer retirement plans, which are subject to ERISA, or other accounts that the client has not aggregated for Vise's discretionary advisory services.

Vise's recommendations are highly reliant on the accuracy of the information provided to Vise by Intermediaries, clients and their custodians. If an Intermediary were to provide Vise with inaccurate client information, this could materially impact the quality and applicability of Vise's recommendations. In addition, Vise's recommendations are limited in scope to the questions Vise asks through Vise's website and the information that clients provide to Vise. There may be additional information or other financial circumstances not considered by Vise based on the questions asked at the time a client establishes their investment goals that would inform the investment advice and recommendations provided by Vise. Clients are invited to call their Intermediary to discuss any such additional information or other financial circumstances that a client believes may be relevant to the advice provided by Vise.

COMMODITY AND SECURITY RISK

Vise may recommend investments in commodities linked securities (e.g., single securities, commodity-based ETFs and ETNs). Negative changes in a commodity market could have an adverse impact on the value of commodity-linked investments including companies that are susceptible to fluctuations in commodity markets. The value and/or liquidity of commodity-linked investments may be affected by changes in overall market movements, taxation, terrorism, nationalization or expropriation, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as, weather (e.g., drought, flooding), livestock disease, embargoes, international trade, tariffs and international economic, political and regulatory developments. The prices of sector commodities (e.g., energy, metals, agriculture and livestock) may fluctuate widely due to factors such as changes in value, supply and demand and governmental regulatory policies.

CURRENCY RISK
Certain segments of the strategies deployed by Vise may maintain material unhedged exposure, whether intentional or unintentional, to various market movements, and other sources of risk, whether known or unknown. Currency risk is implicit in Vise's exposure to, without limitation, foreign bonds, foreign real estate, and foreign equity investments. Such sources of risk may include changes in current or future levels and/or volatility of interest rates, currency prices, commodity prices, sovereign credit spreads, corporate credit spreads, and equity and other markets, as well as correlations between any such risks. There can be no assurance that an investment of a portfolio managed by Vise would improve the risk/return profile of any client's or investor's overall portfolio or otherwise improve the performance of such portfolio, and such an investment may in fact result in material losses.

DEBT MARKET CONDITIONS
Vise may recommend investments in fixed-rate securities of varying maturities, including bonds or debentures issued by corporations, government agencies, and government-sponsored entities. In recent years, disruptions in debt markets have affected the price of, as well as clients' ability to make, certain types of investments, and there can be no assurance that these disruptions will not reoccur in the future. Any such disruptions may negatively affect a wide range of issuers and may increase the likelihood that such issuers will be unable to make principal and interest payments on, or refinance, outstanding debt when due. Moreover, the risk that such disruptions will affect an issuer's ability to pay its debts and obligations when due is enhanced if such issuer in turn provides credit to third parties or otherwise participates in the credit markets. In the event of a default by an issuer, Clients could lose both capital invested in, and anticipated profits from, any affected investment. The reoccurrence of the events described in this paragraph, or other similar or dissimilar events, could have an adverse impact on the availability of credit to businesses generally and may lead to an overall weakening of the U.S. and other economies around the world. In addition, any disruptions of this kind may affect a client's ability to procure its own financing arrangements and/or the terms of any such arrangements.

EQUITY SECURITIES RISK
Vise may recommend investments in equity securities. Equity securities are subject to changes in value and their values may be more volatile than other asset classes. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and the industry in which the issuer's securities are subject to market risk. Historically, U.S. and non-U.S. stock markets have experienced periods of substantial price volatility and may do so again in the future.

FIXED INCOME SECURITIES RISK
Vise may recommend investments in fixed income securities. Fixed income securities are subject to interest rate risk. Generally, the value of fixed income instruments will change inversely with changes in interest rates. As interest rates rise, the market value of such instruments tends to decrease. Conversely, as interest rates fall, the market value of such instruments tends to increase. This risk will typically be greater for instruments based on longer-term interest rates than for instruments based on shorter-term interest rates.

EMERGING MARKETS FIXED INCOME SECURITIES RISK
Vise may recommend investments in emerging market fixed income securities. Evaluating credit risk for non-U.S. fixed income securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparisons across countries difficult. Because investors generally perceive that there are greater risks associated with such emerging market instruments, the yields or prices of such fixed income securities may tend to fluctuate more than those for higher-rated fixed income securities.

MASTER LIMITED PARTNERSHIP RISKS
Master Limited Partnerships ("MLPs") are limited partnerships or limited liability companies whose interests (limited partnerships or limited liability companies units) are generally traded on securities exchanges like shares of common stock. Investments in MLPs entail different risks, including tax risks, than is the case for other types of investments. Currently, most MLPs operate in the energy, natural resources or real estate sectors. Investments in such MLP interests are subject to the risks generally applicable to companies in these sectors (including commodity pricing risk, supply and demand risk, depletion risk and exploration

risk). Depending on the ownership vehicle, MLP interests are subject to varying tax treatment, which should be discussed with the Intermediary.

Funds that primarily invest in MLPs generally accrue deferred tax liability. The fund's deferred tax liability (if any) is reflected each day in the fund's net asset value. As a result, the fund's total annual operating expenses may be significantly higher than those of funds that do not primarily invest in MLPs. Please see the section "Tax and Legal Considerations" for further information.

RISK RELATED TO MONEY MARKET FUNDS

Clients may lose money in money market funds. Although money market funds classified as government funds (i.e., money market funds that invest 99.5% of total assets in cash and/or securities backed by the U.S government) and retail funds (i.e., money market funds open to natural person investors only) seek to preserve value at $1.00 per share, they cannot guarantee they will do so. The price of other money market funds will fluctuate and when you sell shares they may be worth more or less than originally paid. Money market funds may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits.

INCOME RISK

A portfolio's income may decline when interest rates decrease. During periods of falling interest rates an issuer may be able to repay principal prior to the security's maturity ("prepayment"), causing the portfolio to have to reinvest in securities with a lower yield, resulting in a decline in the portfolio's income.

INTEREST RATE RISK

Vise's investments on behalf of clients and methods may be subject to interest rate risk in connection with its investments in debt securities. Generally, the value of debt securities will change inversely with changes in interest rates. As interest rates rise, the market value of debt securities tends to decrease. Conversely, as interest rates fall, the market value of debt securities tends to increase. This risk will be greater for long-term securities than for short-term securities. Interest rate risks may include the directional movement in interest rates, correlation of rates, volatilities of interest rates.

INTERNATIONAL INVESTMENTS; INCLUDING EMERGING MARKETS RISK

Vise may recommend investments in issuers domiciled or operating outside the U.S., including in certain developing or emerging markets. International investing and trading involve special risks not typically associated with trading in investments relating to markets and/or issuers solely in the U.S. Depending on the particular countries and investments involved and on the nature of the particular transactions executed outside of the U.S., these special risks may include changes in exchange rates and exchange control regulations; downgrades in sovereign credit ratings; devaluations or non-convertibility of non-U.S. currencies; failures or disruptions in central banks, banking systems, markets, or financial exchanges; changes in monetary policies, interest rates, or interest-rate policies; political, social, and economic instability; adverse diplomatic developments; investment and repatriation restrictions; the nationalization and/or expropriation of assets; government intervention in the private sector; default by public and private issuers on their financial obligations (and limited recourse in connection with such defaults); the imposition of non-U.S. taxes; discrimination against foreign investors; and less liquid markets, less information, higher transaction costs, less information regarding legal and regulatory risks, less uniform accounting and auditing standards, greater price volatility, less reliable clearance and settlement procedures, and/or less government supervision of exchanges, brokers, market intermediaries, issuers, and other markets and market participants than is generally the case in the U.S.

Further, individual non-U.S. economies may differ favorably or unfavorably from the U.S. economy in various respects, such as pace of economic growth, rate of inflation, amount of capital reinvestment, degree of resource self- sufficiency, and balance of payments position. For example, inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets (both public and private) of certain countries in which Vise may invest, and may therefore have a material adverse effect on Vise's investment methods.

The foregoing risks are likely to be more pronounced in connection with investments in countries with developing or emerging markets.

LIMITED DIVERSIFICATION; CORRELATION
Portfolios managed by Vise may be concentrated in particular countries, industries, exchanges, strategies, types of investments, issuers, companies, or other shared characteristics. Any such concentration would magnify risks associated with the investments held in such portfolios, including the risk of significant losses. In general, less diversification will tend to expose the applicable client to greater volatility and/or risk than would be the case with a more broadly diversified portfolio. Even if a particular client's portfolio were diversified, however, there can be no assurance that such diversification would reduce volatility or risk.

Portfolios managed by Vise may achieve returns that are not correlated with various market indices or the returns of other investment vehicles. Further, it is anticipated that certain investments made by Vise will experience returns that individually or in the aggregate are correlated (possibly highly) with various market indices or other strategies, including various equity, debt, or other markets around the world.

Moreover, certain of the strategies deployed by Vise may maintain unhedged exposure, whether intentional or unintentional, to various market movements, style factors, and other sources of risk, whether known or unknown, while other strategies deployed on behalf of a client may have such unhedged exposures from time to time. Such sources of risk may include changes in current or future levels and/or volatility of interest rates, currency prices, commodity prices, sovereign credit spreads, corporate credit spreads, and equity and other markets, as well as correlations between any such risks. There can be no assurance that an investment of a portfolio managed by Vise would improve the risk/return profile of any client's or investor's overall portfolio or otherwise improve the performance of such portfolio, and such an investment may in fact result in material losses.

MARKET RISK
Vise's investments on behalf of clients and methods will be subject to market risk. Market risk is the risk that one or more markets in which the portfolio invests will go down in value, including the possibility that the markets will go down sharply and unpredictably. The value of a security or other asset may decline due to changes in general market conditions, economic trends or events that are not specifically related to the issuer of the security or other asset, or factors that affect a particular issuer or issuers, exchange, country, group of countries, region, market, industry, group of industries, sector or asset class. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issue, recessions, or other events could have a significant impact on the portfolio and its investments. Selection risk is the risk that the securities selected will underperform the markets, the relevant indices or the securities selected by other investment managers for other portfolios with similar investment objectives and investment strategies. This means the portfolio may lose money.

REAL ESTATE SECURITIES RISK
Vise may recommend investments in REITs and other real estate related securities or indices that are subject to the risks incident to the ownership and operation of real estate generally. Some of the risks associated with investments in real estate and/or related derivatives are declines in the value of real estate, risks related to general and local economic conditions, dependency on management skill, heavy cash flow dependency, possible lack of availability of mortgage funds, overbuilding, extended vacancies of properties, increased taxes and operating expenses, changes in zoning laws, losses due to costs resulting from the clean-up of environmental problems, liability to third parties for damages resulting from environmental problems, casualty or condemnation losses, limitations on rents, changes in neighborhood values and the appeal of properties to tenants and changes in interest rates.

TECHNOLOGY AND INFORMATION SECURITY RISK
Vise is dependent on the effectiveness of the information and cybersecurity policies, procedures and capabilities it maintains to protect the confidentiality, integrity, and availability of its computer and telecommunications systems and the data that resides on or is transmitted through them. An externally caused information security incident, such as a cyber-attack including a phishing scam, malware, or denial-of-service attack, or an internally caused incident, such as failure to control access to sensitive systems,

could materially interrupt business operations or cause disclosure or modification of sensitive or confidential client or competitive information. Moreover, Vise's increased use of mobile and cloud technologies could heighten these and other operational risks, as certain aspects of the security of such technologies may be complex, unpredictable or beyond Vise's control. Vise's growing exposure to the public Internet, as well as any reliance on mobile or cloud technology or any failure by third-party service providers to adequately safeguard their systems and prevent cyber-attacks, could disrupt Vise's operations and result in misappropriation, corruption or loss of personal, confidential or proprietary information. In addition, there is a risk that encryption and other protective measures may be circumvented, particularly to the extent that new computing technologies increase the speed and computing power available. Moreover, due to the complexity and interconnectedness of Vise's systems, the process of upgrading existing capabilities, developing new functionalities and expanding coverage into new markets and geographies, including to address client or regulatory requirements, may expose Vise to additional cyber- and information- security risks or system disruptions, for Vise, as well as for clients who rely upon, or have exposure to, Vise's systems. Although Vise has implemented policies and controls, and takes protective measures, to strengthen its computer systems, processes, software, technology assets and networks to prevent and address potential data breaches, inadvertent disclosures, cyber-attacks and cyber-related fraud, there can be no assurance that any of these measures prove effective.

In addition, due to Vise's interconnectivity with third-party vendors, Intermediaries, advisers, central agents, custodians and other financial institutions, Vise may be adversely affected if any of them are subject to a successful cyber-attack or other information security event, including those arising due to the use of mobile technology or a third-party cloud environment. Vise also routinely transmits and receives personal, confidential or proprietary information by email and other electronic means. Vise collaborates with clients, vendors and other third parties to develop secure transmission capabilities and protect against cyber-attacks. However, Vise cannot ensure that it or such third parties have all appropriate controls in place to protect the confidentiality of such information.

Any information security incident or cyber-attack against Vise or third parties with whom it is connected, or issuers of securities or instruments in which the client portfolios invests, including any interception, mishandling or misuse of personal, confidential or proprietary information, have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, loss of competitive position, regulatory fines and/or sanctions, breach of client contracts, reputational harm or legal liability. Furthermore, many jurisdictions in which Vise operates have laws and regulations relating to data privacy, cybersecurity and protection of personal information, including the General Data Protection Regulation, which expands data protection rules for individuals within the European Union and for personal data exported outside the European Union. Any determination of a failure to comply with any such laws or regulations could result in fines and/or sanctions against Vise.

OPERATIONAL RISK AND OPERATING EVENTS

A portfolio may suffer a loss arising from shortcomings or failures in internal processes, people or systems, or from external events. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.

Trade errors and other operational mistakes ("Operating Events") occasionally occur in connection with Vise's management of client accounts ("Portfolios"). Vise has policies and procedures that address identification and correction of Operating Events, consistent with applicable standards of care and client documentation. An Operating Event generally is compensable by Vise to a client or fund when it is a mistake (whether an action or inaction) in which Vise has, in Vise's reasonable view, deviated from the applicable investment guidelines or the applicable standard of care in managing a Portfolio, subject to the considerations set forth below.

Operating Events may include, but are not limited to: (i) the placement of orders in excess of the amount of securities intended to trade for a portfolio; (ii) the purchase (or sale) of a security when it should have been sold (or purchased); (iii) the purchase or sale of a security not intended for the Portfolio; (iv) the purchase or sale of a security contrary to applicable investment guidelines or restrictions; and (v) incorrect allocations of trades. Operating Events can also occur in connection with other activities that are undertaken by Vise and its affiliates, such as portfolio performance calculation, Management Fee calculations, trade recording and settlement and other matters that are non-advisory in nature.

Vise makes its determinations regarding Operating Events pursuant to its policies on a case-by-case basis, in its discretion, based on factors it considers reasonable, including regulatory requirements, contractual obligations, and business practices. Not all Operating Events will be considered compensable mistakes. Relevant factors Vise considers when evaluating whether an Operating Event is compensable include, among others, the nature of the service being provided at the time of the event, specific applicable contractual and legal requirements and standards of care, whether an applicable investment objective or guideline was contravened, the nature of the client's investment program, and the nature of the relevant circumstances.

Operating Events may result in gains or losses or could have no financial impact. Clients are entitled to retain any gain resulting from an Operating Event. Operating Events involving erroneous transactions in Intermediary program accounts generally are corrected in accordance with the procedures established by the particular Intermediary and or custodian and contact their program sponsors, Intermediary, or custodian for information on how Operating Events are corrected in such programs.

When Vise determines that reimbursement by Vise is appropriate, the client will be compensated as determined in good faith by Vise. Vise will determine the amount to be reimbursed, if any, based on what it considers reasonable guidelines regarding these matters in light of all of the facts and circumstances related to the Operating Event. In general, compensation is expected to be limited to direct and actual losses, which may be calculated relative to comparable conforming investments, market factors and benchmarks and with reference to related transactions and/or other factors Vise considers relevant. Compensation generally will not include any amounts or measures that Vise determines are indirect, consequential, speculative or uncertain.

RELIANCE ON DATA

Vise's methods are highly reliant on data from third-party and other external sources. Vise will use its discretion to determine what data to gather with respect to any strategy or method, which may have an impact on trading decisions. In addition, due to the automated nature of such data gathering and the fact that much of this data comes from third-party sources, not all desired and/or relevant data will be available to, or processed by, Vise at all times. There is no guarantee that any specific data or type of data will be utilized in generating or making trading decisions on behalf of the clients, nor is there any guarantee that the data actually utilized in making investment and trading decisions on behalf of clients will be (i) the most accurate data available or (ii) free of errors.

Vise does not possess data for all securities in the investible universe. When initially rebalancing the portfolio of a new client, Vise will recommend selling one or more client securities holding due because they are not recognized by the Vise systems. Similarly, when forming a trade recommendation, Vise's systems will ignore potential opportunities and benefits of holding securities that are not recognized by Vise's systems.

RELIANCE ON TECHNOLOGY; BACK-UP MEASURES

Vise's investment activities and investment strategies are dependent upon various computer and telecommunications technologies, many of which are provided by or are dependent upon third parties such as data feed, data center, telecommunications, or utility providers. The successful deployment, implementation, and/or operation of such activities and strategies, and various other critical activities of Vise on behalf of its clients, could be severely compromised by system or component failure, telecommunications failure, power loss, a software-related "system crash," unauthorized system access or use (such as "hacking"), computer viruses and similar programs, fire or water damage, human errors in using or accessing relevant systems, or various other events or circumstances. Such events or circumstances may affect Vise directly and/or may affect one or more third parties that provide services to Vise and/or its clients.

It is not possible to provide comprehensive and foolproof protection against all such events, and no assurance can be given about the ability of applicable third parties to continue providing their services. Any event that interrupts such computer and/or telecommunications systems or operations could have a material adverse effect on Vise's clients, including by preventing Vise from trading, modifying, liquidating, and/or monitoring its clients' investments. Moreover, any unauthorized access to the information systems of Vise or certain third parties could result in the loss, disclosure, or improper use of information relating to investments and/or personally identifiable information of Vise's clients; any such loss, disclosure, or use could have a material adverse effect on such clients or investors.

Vise maintains back-up electronic books and records at a third party disaster recovery site, which is a fully operational data center facility. In the case of events that interrupt Vise's computer and/or telecommunications systems or operations, Vise hopes to resume trading, modifying, liquidating, and/or monitoring its clients' investments relatively promptly, subject to any circumstances that are outside the control of Vise. In the case of severe business disruptions (e.g., regional power outage or loss of personnel), Vise may not resume such activities for one or more business days because (among other things) such resumption is dependent on other critical business constituents, such as brokers and exchanges, and on the nature of the disruption. Although the foregoing reflects Vise's objectives, designs, and/or plans, no assurance can be given that these objectives, designs, and/or plans will be realized, or that, in particular, Vise would be able to resume operations following a business disruption. Although the foregoing reflects Vise's objectives, designs, and/or plans, no assurance can be given that these objectives, designs, and/or plans will be realized, or that, in particular, Vise would be able to resume operations following a business disruption, and any such disruption could have a material adverse effect on Vise's clients.

ORDER EXECUTION RISK

Vise is authorized by each client to execute transactions on such client's behalf. Vise executes securities transactions as soon as reasonably practical after generating each trade recommendation. However, for numerous reasons there could be material delays in the amount of time it takes Vise, or the relevant executing broker, to execute each transaction. Any delays in Vise's executing transactions could reduce, perhaps materially, any profit earned by such clients or could cause a material loss.

Vise generally executes transactions by placing "market orders". A "market order" is an order to buy or sell an investment immediately at the best available current price. Because market orders are executed immediately (as opposed to an order that specifies a target price at which the security should be bought or sold and remains open for a longer period of time, during which the price of the security may or may not hit the target price) market orders bear inherent risks, particularly in times of high volatility and for investments that are thinly traded. This could result in Vise's clients paying a higher purchase price or receiving a lower sale price when Vise places market orders on the client's behalf. It could also result in higher execution fees charged by the brokers handling these transactions. Vise may, at its discretion use other order types and conditions (e.g., time-in-force), as appropriate, to achieve best execution

REGULATORY CHANGE RISK

It is possible that changes in applicable laws and regulations may affect Vise's operations. In addition, a number of substantial regulatory changes are pending or in the process of changing in certain markets. However, the consequences of additional regulation on the liquidity and the functioning of the markets in which Vise trades cannot be predicted and may materially diminish the profitability of client investments.

TAX AND LEGAL CONSIDERATIONS

Vise's methods for achieving tax efficient portfolio management are only one of many methods that may comprise an individual's tax management plan. Clients should obtain tax advice, which advice is outside the scope of the services Vise provides, and may be necessary to minimize the impact of tax liabilities a client could incur. The tax-efficient investment strategies that Vise recommends or implements do not comprise a comprehensive tax management plan, are not intended to be tax advice, and Vise does not represent that any particular tax consequences will be obtained. Clients should consult with their personal tax advisors regarding the tax consequences of investing.

Neither Vise nor any of our affiliates provides tax or legal advice and, therefore, are not responsible for developing, implementing or evaluating any tax strategies that may be employed by the client. The client should develop any such strategies or address any legal or tax-related issues with a qualified legal or tax adviser.

Investment in MLPs entails different risks, including tax risks, than is the case for other types of investments. Investors in MLPs hold “units” of the MLP (as opposed to a share of corporate stock) and are technically partners in the MLP. Holders of MLP units are also exposed to the risk that they will be required to repay amounts to the MLP that are wrongfully distributed to them. Almost all MLPs have chosen to qualify for partnership tax treatment. Partnerships do not pay U.S. federal income tax at the partnership level. Rather, each partner of a partnership, in computing its U.S. federal income tax liability, must include its allocable share of the partnership’s income, gains, losses, deductions, expenses and credits. A change in current tax law, or a change in the business of a given MLP, could result in an MLP being treated as a corporation for U.S. federal income tax purposes, which would result in such MLP being required to pay U.S. federal income tax on its taxable income. The classification of an MLP as a corporation for U.S. federal income tax purposes would have the effect of reducing the amount of cash available for distribution by the MLP and could cause any such distributions received by an investor to be taxed as dividend income.

Tax laws impacting MLPs may change, and this could impact any tax benefits that may be available through investment in an MLP portfolio.

In the event that Vise does not have the cost-basis information for security holding in a client portfolio, Vise’s systems may sell the security, resulting in a material tax gain for the client account. In addition, Intermediaries have the discretion to initiative tax loss harvesting trades that result in significant capital gains or losses to clients.

VOLATILITY RISK; VOLATILITY OF INVESTMENT RETURNS
The performance of investment strategies Vise deploys on behalf of its clients may be volatile (both in absolute terms and relative to realized returns), potentially resulting in increased risks, including the risk of losses. Such strategies may have volatility, a greater chance of losses or negative returns, lower average returns, correlation with certain macroeconomic risk factors, asset class concentrations, and/or other significant risks, whether in absolute terms, relative to expected returns, or relative to certain other strategies that are deployed by Vise on behalf of other clients.

Item 9 Disciplinary Information

There are no adverse disciplinary events affecting Vise that would be deemed material to a client’s decision to use Vise’s investment advisory services.

Item 10 Other Financial Industry Activities and Affiliations

In some cases, Vise may have business arrangements with related persons/companies that are material to Vise’s advisory business or to their clients. In some cases, these business arrangements create a potential conflict of interest, or the appearance of a conflict of interest between Vise and a client. The services that Vise provides Intermediaries and clients, as well as related conflicts of interest, are discussed in Item 11 (“Code of Ethics, Participation or Interest in Client Transactions and Personal Trading”) of this Brochure. Potential conflicts of interest are also discussed in the Governing Document.

Item 11 Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

Vise has adopted a code of ethics (the “Code”) that establishes the standard of business conduct that must be followed by, among others, all partners, dependent directors, officers, and employees of Vise (collectively, “Supervised Persons”). The Code incorporates the following general principles, which all Supervised Persons are expected to uphold: act in the best interests of clients; conduct activities and personal securities transactions in a manner consistent with the Code, which seeks to address certain conflicts of interest in this regard; avoid taking any inappropriate advantage of one's position at Vise; maintain confidentiality of information concerning Vise's securities recommendations and client securities holdings and transactions; and provide accurate disclosure in reports required by auditors, regulators, or government bodies.

Vise believes that these general principles not only help Vise fulfill its obligations undertaken as an investment adviser, but also protect Vise's reputation and instill in employees Vise's commitment to honesty, integrity, and professionalism.

The Code also provides guidelines for Supervised Persons regarding adherence to securities laws generally, transactions in personal accounts involving public and private securities and commodities, activities outside of the investment adviser's business, giving and receiving business-related gifts, and the maintenance and memorialization of certain family and/or close personal relationships. For example, the Code generally requires that all Access Persons report securities holdings securities. In addition, the Code encourages all Supervised Persons to report Code violations and outlines potential sanctions for such violations. Vise's Chief Compliance Officer is responsible for the Code's administration, including without limitation the monitoring and review of personal securities of Access Persons, and is available for any questions Access Persons have regarding the Code. Vise will provide a copy of the Code to any client or prospective client upon request and may elect to provide a copy of the Code to investors in the Funds.

Please see Item 10 for additional information regarding certain conflicts of interest arising from circumstances in which Vise recommends to clients, or buys or sells for client accounts, securities in which Vise or its related persons is invested (or is buying or selling) or otherwise has a financial interest.

Item 12 Brokerage Practices

GENERAL

Vise requires that all trade orders for securities transactions on behalf of clients are currently placed with Charles Schwab & Co., Inc., and/or TD Ameritrade, Inc. (the "Approved Brokers"). Vise seeks to ensure that its clients receive the best overall execution for securities transactions from the Approved Brokers by continuing to monitor and review the best execution capability of the Approved Brokers. When assessing the best execution capability of the Approved Brokers, Vise will consider the following factors: execution speed, price improvement versus the national best bid and offer ("NBBO") and overall execution quality among other factors. To the extent that an Approved Broker's best execution capability does not appear to meet the quality of best execution on a consistent basis, Vise would look to remove and replace such Approved Broker. In determining the reasonableness of compensation of the Approved Brokers, Vise considers the trading commissions (e.g., whether they are free or flat-rate), as well as general operational support provided.

The Service is available through an Intermediary and Vise is acting as a subadviser. Vise makes recommendations to the Intermediary. Upon the approval of such recommendations, Vise places all trade orders for securities transactions on behalf of its clients with a broker-dealer mandated by the applicable Intermediary (each, an "Intermediary Broker"). The Intermediary evaluates, in its reasonable judgement, which Intermediary Broker(s) are qualified to meet the brokerage and custodial needs of the Intermediary's clients. Vise generally does not monitor or evaluate the nature and quality of the services clients obtain from Intermediary Brokers and it is possible that Intermediary Brokers provide less advantageous execution of transactions than if Vise selected another broker-dealer to execute the transactions.

Vise generally does not aggregate orders for a client with orders of other clients. By not aggregating transaction orders for a client with orders of other clients, clients may receive disparate prices from trading at different times during the day and may potentially incur higher (or lower) transactional costs.

USE OF COMMISSIONS – SOFT DOLLARS, RESEARCH

Vise does use client commissions to acquire research or brokerage services other than order execution.

BROKERAGE FOR CLIENT REFERRALS
Vise does not consider the possibility of receiving client referrals from a particular broker-dealer when selecting or recommending that clients use the broker-dealer.

DIRECTED BROKERAGE
Vise does not permit clients to direct brokerage.

Item 13 Review of Accounts

Vise regularly reviews the accounts of its advisory clients. Triggering factors may include, but are not limited to, overall market movement, security-specific events and corporate events, a significant change to one or more of the securities owned by a particular client, changes to the client’s risk/return objectives, or changes in clients’ life circumstance if clients or Intermediaries report them to Vise.

Vise conducts account reviews through its automated computer algorithms and by Vise’s investment advisory personnel responsible for portfolio management and monitoring of client accounts. For each of Vise’s investment strategies, the portfolio manager and/or other supervisors are responsible for periodically reviewing trading data and other automated reports and overseeing the trading activity performed on behalf of Vise’s clients within Vise’s investment strategies. Such reviews include without limitation a verification that actual trading activity is consistent with the intended strategy, an analysis of risks associated with a particular strategy, and a determination that trading is undertaken in compliance with applicable regulations. In addition, Vise uses independent third parties to conduct financial audits of the accounts of its clients, and the Compliance Department reviews certain other aspects of regulatory compliance. The frequency of all such reviews is determined as warranted by the purpose of the review and other circumstances.

In addition, as Vise acts as a subadviser, an Intermediary may conduct account reviews which are independent and/or in addition to the reviews of Vise. All recommendations to purchase or sell securities are rendered solely to the Intermediary, which retains the sole discretion to accept, reject or modify the recommendations. When Vise acts as a subadviser, all recommendations made by Vise require the approval of the Intermediary.

Vise provides advisory clients with reports through its website on a periodic basis, which reports generally include, among other things, the net asset value or the capital balance of such client’s account and a measure of performance based on the change in valuation of such client’s account.

Item 14 Client Referrals and Other Compensation

USE OF ADVERTISING NETWORKS
Vise may conduct campaigns through advertising networks (e.g., Google AdWords/AdSense, Microsoft AdCenter) and compensate such advertising networks accordingly. In addition, at certain times Vise may offer a credit or nominal gift to existing clients that refer new clients to use Vise’s services. While the amount of the credit or gift is nominal, such credits or gifts may cause a conflict of interest if existing clients make this referral solely to receive the credit or gift.

TECHNOLOGY SERVICES
Vise may provide technology and/or consulting services to third party financial entities, including entities that may be registered as investment advisers under the Adviser Act and / or registered as broker-dealers under Section 15 of the Exchange Act. As a technology services provider, Vise will have no portfolio management, investment advisory, or fiduciary responsibilities with respect to any clients who may use the technology through an Intermediary. When providing technology and/or consulting services to third party financial entities, Vise will not manage, monitor, or oversee any trading decisions of any client, any client’s compliance with the client’s investment objectives; or any other aspects of the portfolio management activity of client accounts or portfolios. Vise will not enter into a discretionary investment management agreement with a client solely in connection with the provision of technology services to an Intermediary.

RISKALYZE, INC. REVENUE SHARING AND REFERRAL ARRANGEMENTS
Vise has entered into a revenue sharing agreement with Riskalyze, Inc. ("Riskalyze"). Riskalyze will provide access to specified application programming interfaces for Vise to utilize in the integration of its products and services with Riskalyze products and services. Vise will distribute 0.0005% of the assets under management fee charged to the client to Riskalyze, payable on a quarterly basis via standard account billing, for all client assets on the platform, except Riskalyze clients who signed an engagement for services with Vise prior to becoming clients of Riskalyze.

Item 15 Custody

Vise generally does not have custody of client assets. Assets are held in the name of client and are held in the custody of dealer-brokers, which are qualified custodians as defined under Advisers Act Rule 206(4)-2. However, based on SEC guidance, Vise may be deemed to have custody of its advisory clients' assets because certain clients may authorize Vise to receive its Management Fee out of the assets in such clients' accounts by sending invoices to the respective custodians of those accounts. As such, Vise may be deemed by the SEC to have custody of the assets in those accounts. Such clients generally will receive account statements directly from their third-party custodians for the accounts and should carefully review these statements. Such clients should contact Vise or Intermediary immediately if they do not receive account statements from their custodian on at least a quarterly basis. As noted in Item 13 ("Review of Accounts") of this Brochure, Vise may provide clients with separate reports or account statements providing information about the account. Clients should compare these carefully to the account statements received from the custodian. If clients discover any discrepancy between the account statement provided by Vise and the account statement provided by the custodian, then they should contact Vise or Intermediary immediately.

Item 16 Investment Discretion

Vise receives discretionary investment authority from its clients at the outset of an advisory relationship in connection with the Service. Vise requires a limited power of attorney (or other grant of authority required by a Service client's broker-dealer) to act on a discretionary basis for its Service clients, allowing Vise to submit orders on behalf of these clients. Vise is also granted investment discretion by the appointment of clients or Intermediaries through the Governing Document. Clients complete the applicable documentation required by the client's broker-dealer as part of the Service enrollment process.

Item 17 Voting client Securities

Vise does not have the authority to vote client securities, nor does it provide advice about particular proxy solicitations. Clients must vote proxies on securities held in their account directly based on information they receive from their custodians and/or Intermediaries.

Item 18 Financial Information

Vise does not require or solicit payment of more than $1,200 in fees per client, six months, or more in advance. Vise has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients. Vise has not been subject to a bankruptcy petition at any time during the past ten years.

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FORM ADV PART 2B: THE BROCHURE SUPPLEMENT

This brochure supplement provides information about the qualifications and business practices of Vise AI Advisors, LLC (“Vise”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Such registration does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at the telephone number provided above or by email at legal@vise.com. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Vise is available on the SEC’s website at www.adviserinfo.sec.gov.

This brochure is for informational purposes only. It does not convey an offer of any type and is not intended to be, and should not be construed as, an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment, or investment vehicle.

Joshua Woodruff

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This brochure supplement provides information about Joshua Woodruff that supplements the Vise Form ADV Brochure. You should have received a copy of the Vise Form ADV Brochure. Please contact Vise at the phone number above or by email at legal@vise.com if you did not receive that Brochure or if you have any questions about the contents of this Brochure Supplement.

Educational Background

The University of Texas, PhD, Operations Research, 2020
University of Southern California, MS, Industrial Engineering, 1995
Yale University, BA/BS, Economics/Applied Math, 1993

Business Experience (preceding five years)

Vise Technologies, Inc., Quantitative Development Lead, April 2017 – Present
Belago Technologies, Optimization Practice Advisor, Jan. 2015 – Present
Optimized Financial System, Board Member, April 2012 – Present

Disciplinary Information

Not Applicable

Other Business Activities

Not Applicable

Additional Compensation

Not Applicable

Supervision

Vise's investment decisions are based on an automated analysis of client portfolios and accounts. This analysis relies on proprietary models to generate views on portfolio allocation, rebalancing, and tax loss harvesting.

Vise's portfolio management team supervises the day-to-day execution of these models and regularly research ways to enhance their efficiency. Moreover, Vise's compliance function monitors Vise's investment activities through electronically generated reports designed to audit trading activity and account management.

Joshua Woodruff's advisory activities on behalf of Vise are supervised by Runik Mehrotra. Runik Mehrotra can be reached at 1 (646) 374-0888.